

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

FEDERAL HOME LOAN BANK OF
BOSTON,

Plaintiff,

v.

ALLY FINANCIAL, INC. F/K/A GMAC
LLC; BANC OF AMERICA FUNDING
CORPORATION; BANK OF AMERICA
CORPORATION; BANK OF AMERICA,
NATIONAL ASSOCIATION; BARCLAYS
CAPITAL INC.; BCAP LLC; BEAR
STEARNS ASSET BACKED SECURITIES
I LLC; CAPITAL ONE FINANCIAL
CORPORATION; CAPITAL ONE,
NATIONAL ASSOCIATION; CHEVY
CHASE FUNDING LLC; CITICORP
MORTGAGE SECURITIES, INC.;
CITIGROUP FINANCIAL PRODUCTS,
INC.; CITIGROUP GLOBAL MARKETS
INC.; CITIGROUP GLOBAL MARKETS
REALTY CORP.; CITIGROUP INC.;
CITIGROUP MORTGAGE LOAN TRUST
INC.; CITIMORTGAGE, INC.;
COUNTRYWIDE FINANCIAL
CORPORATION; COUNTRYWIDE HOME
LOANS, INC.; COUNTRYWIDE
SECURITIES CORP.; CREDIT SUISSE
(USA), INC.; CREDIT SUISSE FIRST
BOSTON MORTGAGE SECURITIES
CORP.; CREDIT SUISSE HOLDINGS
(USA), INC.; CREDIT SUISSE
SECURITIES (USA) LLC; CWALT, INC.;
CWMBS, INC.; DB STRUCTURED
PRODUCTS, INC.; DB U.S. FINANCIAL
MARKET HOLDING CORPORATION;
DEUTSCHE ALT-A SECURITIES, INC.;
DEUTSCHE BANK SECURITIES INC.;
DLJ MORTGAGE CAPITAL, INC.; EMC
MORTGAGE CORPORATION; FITCH,
INC.; GMAC MORTGAGE GROUP LLC
F/K/A GMAC MORTGAGE GROUP, INC.;
GOLDMAN, SACHS & CO.; IMH ASSETS

Civil Action No. 11-10952-GAO

**REMOVING DEFENDANTS'
MOTION FOR LEAVE TO FILE
SUPPLEMENTAL NOTICE OF
REMOVAL**

ORAL ARGUMENT REQUESTED

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CORP.; IMPAC FUNDING CORPORATION; IMPAC MORTGAGE HOLDINGS, INC.; IMPAC SECURED ASSETS CORP.; J.P. MORGAN ACCEPTANCE CORPORATION I; J.P. MORGAN MORTGAGE ACQUISITION CORP.; J.P. MORGAN SECURITIES LLC F/K/A BEAR, STEARNS & CO. INC. AND J.P. MORGAN SECURITIES INC.; JPMORGAN CHASE & CO.; JPMORGAN SECURITIES HOLDINGS LLC; MERRILL LYNCH & CO., INC.; MERRILL LYNCH MORTGAGE INVESTORS, INC.; MERRILL LYNCH MORTGAGE LENDING, INC.; MERRILL LYNCH, PIERCE, FENNER & SMITH INCORPORATED; MOODY'S CORPORATION; MOODY'S INVESTORS SERVICE, INC.; MORGAN STANLEY; MORGAN STANLEY & CO. INC.; MORGAN STANLEY CAPITAL I INC.; MORGAN STANLEY MORTGAGE CAPITAL HOLDINGS LLC; MORTGAGE ASSET SECURITIZATION TRANSACTIONS, INC.; MORTGAGEIT SECURITIES CORP.; MORTGAGEIT, INC.; NOMURA ASSET ACCEPTANCE CORPORATION; NOMURA CREDIT & CAPITAL, INC.; NOMURA HOLDING AMERICA, INC.; NOMURA SECURITIES INTERNATIONAL, INC.; RBS ACCEPTANCE INC. F/K/A GREENWICH CAPITAL ACCEPTANCE, INC.; RBS FINANCIAL PRODUCTS INC. F/K/A GREENWICH CAPITAL FINANCIAL PRODUCTS, INC.; RBS HOLDINGS USA INC. F/K/A GREENWICH CAPITAL HOLDINGS, INC.; RBS SECURITIES INC. F/K/A GREENWICH CAPITAL MARKETS, INC.; RESIDENTIAL ACCREDIT LOANS, INC.; RESIDENTIAL FUNDING COMPANY, LLC F/K/A RESIDENTIAL FUNDING CORPORATION; SANDLER O'NEILL + PARTNERS, L.P.; STANDARD & POOR'S FINANCIAL SERVICES LLC;

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STRUCTURED ASSET MORTGAGE INVESTMENTS II INC.; THE BEAR STEARNS COMPANIES LLC F/K/A THE BEAR STEARNS COMPANIES INC.; THE MCGRAW-HILL COMPANIES, INC.; UBS AMERICAS INC.; UBS REAL ESTATE SECURITIES INC.; UBS SECURITIES LLC; WAMU CAPITAL CORP.; WELLS FARGO & COMPANY; WELLS FARGO ASSET SECURITIES CORPORATION; WELLS FARGO BANK, NATIONAL ASSOCIATION; and DEFENDANTS JOHN DOE 1-50,

Defendants.

The Removing Defendants,¹ by and through their counsel, Bingham McCutchen LLP, respectfully move this Court for leave to file a Supplemental Notice of Removal, filed herewith as Exhibit A. In further support of its motion, the Removing Defendants hereby file their Memorandum of Law in Support of the Removing Defendants' Motion for Leave to File Supplemental Notice of Removal, the Declaration of Theo J. Robins in Support of the Removing Defendants' Motion for Leave to File Supplemental Notice of Removal, and the exhibits annexed thereto. Each of the non-moving Defendants has consented to the Supplemental Notice of Removal; their consents are filed herewith as Exhibit B.

The Supplemental Notice of Removal provides new grounds for removal pursuant to the Edge Act, 12 U.S.C. § 632, which provides that a suit may be removed at any time before trial.

The Motion is brought pursuant to 12 U.S.C. § 632 and Rule 15 of the Federal Rules of Civil Procedure.

¹ The Removing Defendants are Bear Stearns Asset Backed Securities I, LLC, EMC Mortgage Corporation, J.P. Morgan Acceptance Corporation I, J.P. Morgan Mortgage Acquisition Corp., J.P. Morgan Securities, LLC (f/k/a Bear, Stearns & Co. Inc. and J.P. Morgan Securities, Inc.), JPMorgan Chase & Co., JPMorgan Securities Holdings, LLC, Structured Asset Mortgage Investments II, Inc., The Bear Stearns Companies, LLC (f/k/a The Bear Stearns Companies Inc.), and WaMu Capital Corp.

REQUEST FOR ORAL ARGUMENT

The Defendants believe that oral argument may assist this Court in deciding the issues raised in the instant Motion For Leave to File Supplemental Notice of Removal and, as such, pursuant to Local Rule 7.1(d), respectfully request a hearing on the Motion.

BINGHAM McCUTCHEN LLP

/s/ Jacqueline Syrnick

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Dated: November 21, 2011

LOCAL RULE 7.1 CERTIFICATION

I, Beth I.Z. Boland, hereby certify that I have conferred with Amy Williams-Derry, Esq., of Keller Rohrback, counsel for Plaintiff, concerning the within Motion for Leave To File an Supplemental Notice of Removal. I further certify that Ms. Williams-Derry stated that Plaintiff intends to oppose the Motion.

/s/ Beth I.Z. Boland

Beth I.Z. Boland

CERTIFICATE OF SERVICE

I hereby certify that the above document filed through the ECF system will be sent electronically to the registered participants as identified on the Notice of Electronic Filing (NEF) and paper copies will be sent to those indicated as non registered participants on November 21, 2011.

/s/ Jacqueline Syrnick
Jacqueline Syrnick